



LETTER TO SHAREHOLDERS REGARDING IGO LIMITED 2020 ANNUAL GENERAL MEETING

Dear Shareholder,

IGO Limited (**IGO** or the **Company**) will be holding an Annual General Meeting of shareholders at 12.00pm WST on Wednesday, 18 November 2020 (**Meeting**) at The Melbourne Hotel, 33 Milligan Street, Perth Western Australia 6000 and online via the Lumi software platform.

To comply with potential Federal and State government restrictions on social gatherings (and to otherwise ensure the safety of its shareholders and other participants), the Company may only be able to admit a limited number of persons to the Meeting. There is a risk that shareholders intending to attend the physical Meeting may not be admitted, depending on the number of Shareholders who wish to physically attend the Meeting. Therefore, the Company strongly encourages all shareholders to submit their directed proxy votes in advance of the Meeting, as detailed below.

The Company will continue to closely monitor guidance from the Federal and State Government for any impact on the proposed arrangements for the Meeting. If any changes are required, the Company will advise shareholders by way of announcement on ASX and the details of the announcement will also be made available on our website at www.igo.com.au. The Company strongly encourages all shareholders to check ASX and the Company's website regularly prior to the Meeting.

In accordance with temporary modifications to the Corporations Act under the *Corporations (Coronavirus Economic Response) Determination (No. 3) 2020*, the Company will not be sending hard copies of the Notice of Meeting to shareholders who have not previously opted-in to receiving electronic copies. Instead, the Notice of Meeting can be viewed and downloaded from the IGO website at <https://www.igo.com.au/site/investor-center/ASX-Announcements>. Details on how to join the meeting online via the Lumi software platform can be found in the Notice of Meeting.

Australian shareholders will receive a copy of this letter along with a personalised Proxy Form and to be effective, the completed Proxy Form must be received at the Company's share registry, Computershare Investor Services Pty Limited:

By mail: Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001, Australia

By fax:
1800 783 447 (within Australia)
+61 3 9473 2555 (outside Australia)

Online at: www.investorvote.com.au

By mobile: Scan the QR Code on your Proxy Form and follow the prompts

Custodian:
For Intermediary Online subscribers only (custodians) please visit:
www.intermediaryonline.com to submit your voting intentions

by no later than 12.00pm WST on 16 November 2020, being 48 hours before the time appointed for the Meeting.



The Notice of Meeting is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant, or other professional adviser. If you have any difficulties obtaining a copy of the Notice of Meeting please contact the Company's share registry, Computershare Investor Services Pty Limited on, 1300 850 505 (within Australia) or +61 3 9415 4000 (overseas).

Name of Director of Secretary authorising lodgement:

Joanne McDonald
Company Secretary

For further information contact:

Joanne McDonald
Company Secretary
IGO Limited
T: +61 8 9238 8300
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Richard Glass
Investor Relations and Communications
Manager
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IGO LIMITED
ABN 46 092 786 304

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM

Date: Wednesday, 18 November 2020

Time: 12.00pm WST

**Place: Karingal Ballroom
The Melbourne Hotel
33 Milligan Street
Perth Western Australia 6000**

and

Online via the Lumi software platform*

* In light of potential restrictions on public gatherings arising from the COVID-19 pandemic that may be in place at the date of the Annual General Meeting (**Meeting**), the Meeting will be webcast live online via the Lumi software platform. Shareholders are encouraged to attend, vote and submit questions online using their computer or mobile device by following the instructions outlined in this Notice of Meeting.



IGO LIMITED

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2020 Annual General Meeting of IGO Limited (**Company** or **IGO**) will be held at the Karingal Ballroom, The Melbourne Hotel, 33 Milligan Street, Perth, Western Australia and online via the Lumi software platform on Wednesday, 18 November 2020 at 12.00pm WST (**Meeting**).

The Explanatory Memorandum to this Notice of Meeting provides additional information on the matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form both form part of this Notice of Meeting.

Measures to deal with COVID-19

IGO is committed to health and safety, including the health and safety of our Shareholders and our people. To comply with potential Federal and State government restrictions on public gatherings as an effect of the COVID-19 pandemic, and to otherwise ensure the safety of its Shareholders and other participants, the Company may only be able to admit a limited number of persons to the physical Meeting and there is a risk that Shareholders intending to attend the physical Meeting may not be admitted.

The Company will be providing a facility in the venue foyer at The Melbourne Hotel from 11.00am for any Shareholder who had intended to attend the physical Meeting and vote on the day but is unable to be admitted. This facility will allow such Shareholders to complete a Proxy Form nominating the Chair as proxy if they do not wish to vote using the Lumi software platform. Additionally, the Company will accept written questions in relation to the resolutions to be considered at the Meeting at the same time.

Shareholders who are not admitted to the Meeting or who do not wish to physically attend the Meeting will be able to participate via the Lumi software platform. Instructions on how to access the Lumi software platform are set out on page 5 of this Notice of Meeting.

The Company strongly encourages Shareholders to:

1. Read this Notice of Meeting carefully;
2. Vote by proxy following the instructions set out in this Notice of Meeting; and/or
3. Participate in the Meeting via the Lumi software platform. Instructions on how to access the Lumi software platform are set out on page 5 of this Notice of Meeting.

Additionally, the Company notes that circumstances relating to the COVID-19 pandemic are changing rapidly. The Company will update Shareholders via ASX announcement if any circumstances impact planning for the Meeting.

AGENDA

BUSINESS

Financial Statements and Reports

To receive and consider the financial statements and the reports of the Directors and Auditors for the year ended 30 June 2020.

Resolution 1 – Re-election of Ms. Debra Bakker

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That Ms. Debra Bakker be re-elected as a Director of the Company.”

Resolution 2 – Re-election of Mr. Neil Warburton

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That Mr. Neil Warburton be re-elected as a Director of the Company.”

Resolution 3 – Remuneration Report

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That the Remuneration Report for the year ended 30 June 2020, which is contained in the Annual Report for the year ended 30 June 2020, be adopted.”

Note: the vote on Resolution 3 is advisory only and does not bind the Directors or the Company.

Resolution 4 – Issue of Service Rights to Mr. Peter Bradford

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That for the purposes of ASX Listing Rule 10.14 and all other purposes, approval be given to grant 71,188 Service Rights to Mr. Peter Bradford (the Company’s Managing Director) in respect of the settlement of the deferred component of the FY20 long-term incentive on the terms described in the Explanatory Memorandum accompanying this Notice of Meeting.”

Resolution 5 – Issue of Performance Rights to Mr. Peter Bradford

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That for the purposes of ASX Listing Rule 10.14 and all other purposes, approval be given to grant 182,773 Performance Rights to Mr. Peter Bradford (the Company’s Managing Director) in respect of the three-year measurement period (being 1 July 2020 to 30 June 2023) on the terms described in the Explanatory Memorandum accompanying this Notice of Meeting.”

EXPLANATORY MEMORANDUM

Shareholders are referred to the Explanatory Memorandum accompanying and forming part of this Notice of Meeting.

ENTITLEMENT TO VOTE

Snapshot date

It has been determined that, under regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), for the purposes of the Meeting, shares of the Company will be taken to be held by the persons who are the registered holders at 7pm (Sydney time) on Monday, 16 November 2020. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

VOTING EXCLUSION STATEMENTS

Resolution 3 – Remuneration Report

The Company will disregard any votes cast on Resolution 3:

- by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report for the year ended 30 June 2020 or their Closely Related Parties (regardless of the capacity in which the vote is cast); or
- as proxy by a person who is a member of the Key Management Personnel on the date of the Meeting or their Closely Related Parties.

However, votes will not be disregarded if they are cast as proxy for a person entitled to vote on Resolution 3:

- in accordance with a direction on the Proxy Form; or
- by the person chairing the Meeting, in accordance with an express authorisation in the Proxy Form to exercise the proxy even though the Resolution is connected with the remuneration of the Key Management Personnel.

Resolutions 4 and 5 – Issue of Securities to Mr. Peter Bradford

The Company will disregard any votes cast on Resolutions 4 or 5:

- by or on behalf of any Director or their associates (regardless of the capacity in which the vote is cast); or
- as proxy by a person who is a member of the Key Management Personnel on the date of the Meeting or their Closely Related Parties,

However, votes will not be disregarded if they are cast by:

- a person as proxy for a person entitled to vote on the relevant Resolution in accordance with a direction on the Proxy Form;
- the person chairing the Meeting as proxy for a person entitled to vote on the relevant Resolution in accordance with an express authorisation on the Proxy Form to exercise the proxy even though the relevant Resolution is connected with the remuneration of the Key Management Personnel; or
- a Shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the Shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the relevant Resolution; and
 - the Shareholder votes on the relevant Resolution in accordance with directions given by the beneficiary to the Shareholder to vote in that way.

ATTENDING AND VOTING IN PERSON (OR BY ATTORNEY)

Shareholders, or their attorneys, who plan to attend the Meeting in person are asked to arrive at the venue 30 minutes prior to the time designated for the Meeting, if possible, so that the Company may consider whether the Shareholder may be admitted to the physical Meeting, and if admitted, their holding may be checked against the Company's share register and their attendance recorded. For any appointment of attorney to be effective, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for Proxy Forms below.

ATTENDING AND VOTING ONLINE

Shareholders, or their attorneys, who wish to participate in the Meeting online may do so:

- From their computer, by entering the following URL in their browser:
<https://web.lumiagm.com>; or
- From their mobile device, by either entering the above URL in their browser or by using the Lumi AGM app, which is available by downloading the app using a compatible mobile device from the Apple App Store or Google Play Store.

If you choose to participate in the Meeting online, online registrations will be open from 11.00am WST. You can log into the Meeting by entering:

- The Meeting ID, which is 373-866-616;
- Your username, which is your Shareholder Reference Number (SRN) / Holder Identification Number (HIN); and
- Your password, which is the postcode registered to your holding if you are an Australian securityholder. Overseas securityholders and proxy holders should refer to the Lumi Online Meeting Guide (Attachment D of this Notice of Meeting) for their password details.

Attending the meeting online enables Shareholders to view the Meeting live and also to submit text-based questions and cast votes in the real time poll, at the appropriate time. Please note that if you join the Meeting online as a Shareholder and vote using the Lumi software platform, any proxy vote previously lodged will not be entitled to vote on the Resolution. To vote during the online meeting you will need to use the voting button in the Lumi software platform at the time the Chair calls a poll.

Further details are set out in the Lumi Online Meeting Guide as Attachment D to this Notice of Meeting.

QUESTIONS AT THE MEETING

Please note that only Shareholders may submit questions online once they have been verified. It may not be possible to respond to all questions due to time constraints. If there are a number of questions relating to the same subject these will be collated and presented as one question. If your question is unable to be answered on the day the Company will respond to your question within a reasonable time after the close of the Meeting. A Shareholder who is entitled to vote at the Meeting may submit a written question to the Company in advance of the Meeting.

We ask that all pre-Meeting questions be received by the Company no later than five business days before the date of the Meeting, being Tuesday, 10 November 2020. Any questions should be directed to the Company Secretary at contact@igo.com.au.

TECHNICAL DIFFICULTIES

Technical difficulties may arise during the course of the Meeting. The Chairman of the Meeting has discretion as to whether and how the Meeting should proceed if a technical difficulty arises. In exercising this discretion,

the Chairman of the Meeting will have regard to the number of Shareholders impacted and the extent to which participation in the business of the Meeting is affected. Where the Chairman considers it appropriate, the Chairman may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, Shareholders are encouraged to lodge a proxy in advance of the Meeting, even if they plan to attend the Meeting in person or online (noting that if the Shareholder votes on a Resolution either at the physical Meeting or online via the Lumi software platform, any proxy appointed by the Shareholder is not entitled to vote, and must not vote, as the Shareholder's proxy on that Resolution).

Shareholders may experience local technical difficulties, such as poor internet connection. Please refer to the Lumi Online Meeting Guide annexed to this Notice of Meeting as Attachment D for advice on optimising the online Meeting experience.

PROXIES

A Shareholder entitled to attend and vote has a right to appoint a proxy to attend and vote instead of the Shareholder. A proxy need not be a Shareholder and can be either an individual or a body corporate. If a Shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at the Meeting, in accordance with section 250D of the Corporations Act; and
- provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the Meeting.

If such evidence is not received before the Meeting, then the body corporate (through its representative) will not be permitted to act as a proxy.

A Shareholder that is entitled to cast two or more votes may appoint up to two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise an equal share of the Shareholder's votes.

Any directed proxies that are not voted on a poll at the Meeting by a Shareholder's appointed proxy will automatically default to the Chairman of the Meeting, who is required to vote proxies as directed on a poll.

Members of the Key Management Personnel or their Closely Related Parties will not be able to vote as proxy on Resolutions 3, 4 and 5 unless the Shareholder tells them how to vote, or in the case of the Chairman of the Meeting, unless the Shareholder expressly authorises him to do so. If a Shareholder intends to appoint a member of the Key Management Personnel (other than the Chairman) or a Closely Related Party of a member of the Key Management Personnel as their proxy, the Shareholder should ensure that they direct the member of the Key Management Personnel or the Closely Related Party of a member of the Key Management Personnel how to vote on Resolutions 3, 4 and 5.

If a Shareholder intends to appoint the Chairman of the Meeting as their proxy for Resolutions 3, 4 and 5, Shareholders can direct the Chairman how to vote by marking one of the boxes (to vote 'for', 'against' or to 'abstain' from voting) for each of Resolutions 3, 4 and 5.

If a Shareholder appoints the Chairman as their proxy and the Shareholder does not direct the Chairman how to vote on Resolutions 3, 4 and 5, please note that by completing and returning the Proxy Form, (or if the Chairman becomes a Shareholder's proxy by default) the Shareholder will be expressly authorising the Chairman of the Meeting to exercise its undirected proxy on Resolutions 3, 4 and 5 even though they are connected with the remuneration of Key Management Personnel. The Chairman intends to vote all undirected proxies in favour of all items of business.



A Proxy Form accompanies this Notice of Meeting and, to be effective, must be received at the Company's share registry as follows:

By mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001, Australia

By fax:

1800 783 447 (within Australia)
+61 3 9473 2555 (outside Australia)

Online at: www.investorvote.com.au

By mobile: Scan the QR Code on your proxy form and follow the prompts

Custodian:

For Intermediary Online subscribers only (custodians) please visit:
www.intermediaryonline.com to submit your voting intentions

Proxy Forms must be received by the Company's share registry **by no later than 12.00pm WST on Monday, 16 November 2020** (being 48 hours before the time appointed for the Meeting).

Lodging your Proxy Form online

You are now able to lodge your Proxy Form online by visiting the Computershare Investor Services Pty Limited website, www.investorvote.com.au, logging into the Investor Centre Investor Vote and following the prompts and instructions on the website. To use the online lodgement facility, Shareholders will need the Control Number, their Securityholder Reference Number or Holder Identification Number and their postcode, which are shown on the front page of the personalised Proxy Form enclosed with this Notice of Meeting. You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions on the website.

You must lodge your Proxy Form online **by no later than 12.00pm WST on Monday, 16 November 2020** (being 48 hours before the time appointed for the Meeting).

Corporate Representatives

A body corporate that is a Shareholder may appoint an individual to act as its representative at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it has been signed, unless it has previously been given to the Company.

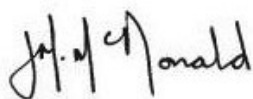
Voting by Attorney

A Shareholder entitled to attend and vote may appoint an attorney to act on his or her behalf at the Meeting. An attorney may but need not be a member of the Company. An attorney may not vote at the Meeting unless the instrument appointing the attorney, and the authority under which the instrument is signed or a certified copy of the authority, are received by the Company in the same manner, and by the same time, as outlined above for Proxy Forms.

Resolutions

A simple majority of votes cast by Shareholders entitled to vote on the resolution are required to approve each resolution (all resolutions being **ordinary resolutions**).

By order of the Board 9 October 2020



Joanne McDonald
Company Secretary
9 October 2020

EXPLANATORY MEMORANDUM TO SHAREHOLDERS

This Explanatory Memorandum, including Attachments A, B and C, has been prepared to help Shareholders understand the business to be put to Shareholders at the forthcoming Meeting.

Annual Financial Report

The Corporations Act requires:

- the reports of the Directors and Auditors; and
- the annual financial report, including the financial statements of the Company for the year ended 30 June 2020 (**2020 Financial Report**),

to be laid before the Meeting. The Corporations Act does not require a vote of Shareholders on the reports or statements. However, Shareholders will be given an opportunity to raise questions or comments on the management of the Company.

The financial report for consideration at the Meeting will be the 2020 Financial Report. The 2020 Financial Report is set out in the Company's 2020 Annual Report and is also available on the Company's website (www.igo.com.au). Any Shareholder wishing to receive a copy should contact the Company's share registry and a copy will be provided.

Also, an opportunity will be given to Shareholders, as a whole, at the Meeting, to ask the Company's Auditor questions relevant to the conduct of the audit, the preparation and content of the Auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements, and the independence of the Auditor in relation to the conduct of the audit. The Auditor is not obliged to provide written answers.

In addition to taking questions at the Meeting, written questions to the Chairman about the management of the Company, or to the Company's Auditor about the content of the Auditor's report and the conduct of the audit may be submitted no later than five business days before the date of the Meeting to the Company Secretary at contact@igo.com.au.

The Chairman will endeavour to address as many of the more frequently raised relevant questions as possible during the course of the Meeting. However, there may not be sufficient time available at the Meeting to address all of the questions raised.

Re-election of Directors

As required by the Company's Constitution and the ASX Listing Rules, Ms. Debra Bakker and Mr. Neil Warburton, this being the third annual general meeting since their re-election at the 2017 annual general

meeting, will retire and may seek re-election. Ms. Bakker and Mr. Warburton have advised the Board that they will both seek re-election.

Resolutions 1 – Re-election of Ms. Debra Bakker

Term of Office

Ms. Bakker was appointed as Non-executive Director in December 2016. The Board considers Ms. Bakker to be an independent Non-executive Director.

Board Committees

Chair of the Audit Committee and member of the People & Performance Committee and Sustainability & Risk Committee.

Experience

Ms. Bakker is an experienced financier and investment banker to the resources industry, with 10 years working in London, Chicago and New York in senior roles with Barclays Capital and Standard Bank London Group. Subsequently, Ms. Bakker established the natural resources team for Commonwealth Bank of Australia and held a number of senior roles over a 10-year period culminating as Head of Mining and Metals Origination. Ms. Bakker brings many skills to the Board including finance, accounting and financial control experience as well as executive management, M&A and funding, capital projects and risk management experience. Ms. Bakker holds a Master of Applied Finance and a Bachelor of Business (Financial Accounting).

Other current directorships: Non-executive Director – Carnarvon Petroleum Limited.

Former directorships in the last 3 years: Non-executive director – Azumah Resources Ltd and Capricorn Metals Ltd.

Recommendation

Following the annual performance review of the Directors conducted by the Board, the Board (excluding Ms. Bakker) recommends the re-election of Ms. Bakker, because of Ms. Bakker's contribution to the Board through her significant experience in the finance and metals sectors and the diversity of thought and experience she brings to the Board. Ms. Bakker has reconfirmed that she has sufficient time to meet her responsibilities as a Director of IGO.

The Chairman of the meeting intends to vote all available proxies in favour of Resolution 1.

Resolution 2 – Re-election of Mr. Neil Warburton

Term of Office

Mr. Warburton was appointed as Non-executive Director in October 2015. The Board considers Mr. Warburton to not be an independent Non-executive Director because he is considered an associate of IGO's largest shareholder, Mr. Mark Creasy.

Board Committees

Member of the Nomination & Governance Committee and Sustainability & Risk Committee.

Experience

Mr. Warburton is a qualified mining engineer with more than 40 years' experience in gold and nickel development and mining. He was previously the Chief Executive Officer of Barminto Limited until March 2012.

Mr. Warburton brings a strong underground and operational mining expertise to the Board as well as significant experience in strategy, executive leadership, M&A and capital projects. Mr. Warburton holds an Associate Diploma in Mining Engineering from WA School of Mines and is also a Member of the WA School of Mines Alumni Advisory Council.

Other current directorships: Non-Executive Chairman - Flinders Mines Limited.

Former directorships in the last 3 years: Australian Mines Limited and Coolgardie Minerals Ltd.

Recommendation

Following the annual performance review of the Directors conducted by the Board, the Board (excluding Mr. Warburton) recommends the re-election of Mr. Warburton, because of Mr. Warburton's contribution to the Board through his significant underground and operational mining expertise and the diversity of thought and experience he brings to the Board. Mr. Warburton has reconfirmed that he has sufficient time to meet his responsibilities as a Director of IGO.

The Chairman of the meeting intends to vote all available proxies in favour of Resolution 2.

Resolution 3 – Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's 2020 Annual Report.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to the Key Management Personnel (including the Directors), sets out details of the remuneration and service agreements for each member of Key Management Personnel and sets out the details of any share-based compensation.

Resolution 3 is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote very seriously when considering the Company's future remuneration policy.

An opportunity will be given to Shareholders as a whole, to ask questions about, or make comments on, the Remuneration Report. The Remuneration Report is set out in the Company's 2020 Annual Report and is also available within the 2020 Financial Report on the Company's website at www.igo.com.au.

Voting Exclusions

For the voting exclusions applicable to this Resolution 3, please refer to the 'Voting Exclusion Statements' section of the Notice of Meeting.

Recommendation

The Board recommends that Shareholders vote in favour of adopting the Remuneration Report.

The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 3.

Resolution 4 – Issue of Service Rights to Mr. Peter Bradford

Background

Resolution 4 seeks Shareholder approval for the grant of Service Rights to Mr. Peter Bradford, the Company's Managing Director, pursuant to the Company's Employee Incentive Plan (**EIP**), and otherwise on the terms and conditions set out in this Explanatory Memorandum.

The Company's remuneration policy is to ensure that executive remuneration is competitive in attracting, motivating and retaining executives of a high calibre and properly reflects the duties and responsibilities of each relevant executive. The remuneration structure used by the Company to achieve these objectives includes the combination of fixed annual remuneration and performance-related remuneration (including participation in the EIP). Additional information on the Company's incentive programs is included in the Remuneration Report.

The ASX requires, under ASX Listing Rule 10.14, that Shareholders approve the issue of securities to a director under an employee incentive plan.

Accordingly, Shareholder approval is sought for the grant of Service Rights to Mr. Bradford as set out below.

Number of Service Rights

Each year, the Board sets key performance indicators (**KPIs**), both for the Company and individuals. The delivery of these KPIs is used to determine a short-term incentive (**STI**) score. This score is used to calculate the STI cash payment and the number of long-term incentive (**LTI**) Service Rights. In FY20, the Board re-categorised this deferred compensation of Service Rights as an LTI to highlight the importance of this element of the executive remuneration which is designed to both encourage the retention of executives and to align executive remuneration with long-term value creation for Shareholders.

The number of Service Rights to be granted to Mr. Bradford in respect of FY20 will be 71,188. The number of Service Rights was determined based on the following formula:

$(TFR \times 0.5) \times STI \text{ score for FY20} / IGO \text{ 5-day VWAP (after release of FY20 financial statements)}$.

$$71,188 = ((\$870,000 \times 0.5) \times STI \text{ score of } 73)^1 / \$4.46$$

1 Rounded down to nearest '000

Shareholders should be aware that as the Service Rights defer a portion of Mr. Bradford's incentive remuneration for FY20, which has already been earned and otherwise would have been paid to Mr. Bradford in cash, if Resolution 4 is not passed for any reason, the Company intends to pay Mr. Bradford the value of the Service Rights in full as ordinary income.

Terms of Service Rights

All Service Rights granted will be on terms consistent with the rules of the EIP. A summary of the key terms of the EIP is contained in Attachment C. A full copy of the EIP is available to Shareholders from the Company's share registry on request.

No consideration is payable by Mr. Bradford at the time of grant of the Service Rights or upon the allocation of ordinary shares to which Mr. Bradford may become entitled upon Service Rights vesting. Each Service Right will entitle the holder to one fully paid ordinary share in the Company at no cost, subject to satisfaction of any restrictions as described below.

Grant Date	Date of Shareholder approval of this Resolution 4 (if approved)
Vesting Date	Tranche 1 (50% of the Service Rights) – 1 September 2021 Tranche 2 (50% of the Service Rights) – 1 September 2022
Expiry Date	1 September 2035 for both Tranche 1 and Tranche 2 Service Rights
Vesting Conditions	Continuous service with the Group to the vesting date

Other Conditions

The Board has absolute discretion to adjust Service Rights vesting if, on assessment, service or behaviour criteria have not been met.

Unvested Service Rights may, in certain circumstances, vest early in accordance with the terms of the EIP, and any leaver's policy that may apply from time to time, as approved by the Board.

The Board's previous practice has been to only exercise its discretion:

- where the employee leaves employment without fault on their part; and
- so as only to preserve that number of unvested employee share scheme interests, which then get tested in the same way as if the employee had remained and only vest to the extent that the performance hurdles are met.

However, this previous practice does not limit the Board's discretion, including its discretion to vest unvested employee share scheme interests early in appropriate cases.

Any dealing in Shares is subject to the constraints of Australian insider trading laws and the Company's Dealing in Securities Standard. Mr. Bradford is specifically prohibited from hedging the Service Rights during the vesting period.

The EIP contains malus and clawback provisions that give the Board discretion to reduce or reclaim unvested and vested entitlements in certain circumstances, including where Mr. Bradford has acted fraudulently or dishonestly, or is in breach of his obligations to the Group.

ASX Listing Rule 10.15 additional information requirements

ASX Listing Rule 10.15 requires the following additional information regarding the EIP to be included in this Explanatory Memorandum:

- Subject to Shareholder approval being obtained, the maximum number of Service Rights (and hence ordinary shares) that the Company may issue to Mr. Bradford will be 71,188. The number of Service Rights has been determined by applying the STI score to the maximum percentage of service rights achievable, which totals \$317,500, and dividing by the 5-day VWAP of IGO shares after release of IGO's FY20 financial statements.
- Mr. Bradford's current total remuneration package is set out below:

Total Remuneration FY21		
TFR \$	STI % ¹	LTI % ²
870,000	50	150

1. Maximum achievable paid as cash

2. Maximum achievable (50% Service Rights, 100% Performance Rights)

Shareholders are referred to the Remuneration Report for full details of Mr. Bradford's remuneration.

- No consideration is payable by Mr. Bradford at the time of grant of the Service Rights or upon the allocation of the ordinary shares to which Mr. Bradford may become entitled upon exercise of the vested Service Rights.
- Mr. Bradford has previously been awarded 143,074 Service Rights under the EIP since 2016 at no cost as part of his remuneration in previous years.

Year	# Service Rights ¹
2017	49,858
2018	43,230
2019	40,986

1. 2017 was the first year Service Rights were awarded.

- The Company uses Service Rights under the EIP because it aligns remuneration with long-term value creation for shareholders as well as encouraging retention whilst not providing employees with the full benefits of share ownership (such as dividend and voting rights) unless and until the rights vest and are exercised.
- The other directors of the Company (being Mses. Bakker and Bozanic and Messrs. Bilbe, Buck, Spence and Warburton) are entitled to participate in the EIP, though the Company has not sought Shareholder approval for such an issue and they have not received any securities under the EIP to date. It is the current intention of the Board that Non-executive Directors will not participate in the EIP.
- The voting exclusion statement in relation to Resolution 4 is included in the 'Entitlement to Vote' section of the Notice of Meeting.
- No loans will be made by the Company in connection with the acquisition of Service Rights or ordinary shares upon the vesting of Service Rights by Mr. Bradford.
- The Company will issue the Service Rights to Mr. Bradford as soon as practicable following the Meeting and no later than 12 months after the Meeting.
- Details of any Service Rights issued under the EIP will be published in the Company's Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of Service Rights under the EIP after this resolution is approved and who are not named in this Notice of Meeting will not participate until approval is obtained under that rule.

Corporate Governance

Mr. Bradford is an executive director of the Company. Commentary to Recommendation 8.2 of the ASX Corporate Governance Council's Principles and Recommendations encourages ASX listed companies to establish remuneration packages that involve a balance between short-term and long-term performance objectives. In the Board's view, the issue of these Service Rights to Mr. Bradford is an appropriate means of achieving these objectives. The Board also considers that encouraging senior executives, including Mr. Bradford, to hold security interests in the Company aligns their interests with Shareholders.

Dilution

The Service Rights to be issued to Mr. Bradford will have a diluting effect on the percentage interest of existing Shareholders' holdings. The diluting effect of these Service Rights is less than 0.013% of the Company's current share capital.

The Board has formed the view that remuneration in the form of the Service Rights to be granted to Mr. Bradford is reasonable given the Company's circumstances, and Mr. Bradford's circumstances (including his responsibilities). The Board is of the opinion that the terms of issue of the Service Rights to Mr. Bradford are reasonable.

Voting Exclusions

For the voting exclusions applicable to this Resolution 4, please refer to the 'Voting Exclusion Statements' section of the Notice of Meeting.

Recommendation

The Board (with Mr. Bradford abstaining) recommends that Shareholders vote in favour of Resolution 4.

The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 4.

Resolution 5 – Issue of Performance Rights to Mr. Peter Bradford

Background

Resolution 5 seeks Shareholder approval for the grant of Performance Rights to Mr. Peter Bradford, the Company's Managing Director, pursuant to the EIP, and otherwise on the terms and conditions set out in this Explanatory Memorandum.

The Company's remuneration policy is to ensure that executive remuneration is competitive in attracting, motivating and retaining executives of a high calibre and properly reflects the duties and responsibilities of each relevant executive. The remuneration structure used by the Company to achieve these objectives includes the combination of fixed annual remuneration and performance-related remuneration (including participation in the EIP). Additional information on the Company's incentive programs is included in the Remuneration Report.

The ASX requires, under ASX Listing Rule 10.14, that Shareholders approve the issue of securities to a director under an employee incentive plan.

Accordingly, Shareholder approval is sought for the grant of Performance Rights to Mr. Bradford as set out below.

Number of Performance Rights

The number of Performance Rights to be granted to Mr. Bradford will be 182,773. This number was set by the Board in the context of considering Mr. Bradford's remuneration package, of which Performance Rights form a part. The Company's People and Performance Committee recommended, and the Board resolved, that the value of Mr. Bradford's annual total fixed remuneration (including superannuation) (**TFR**) for the year ending 30 June 2021 should be \$870,000 per annum.

The number of Performance Rights determined was calculated as follows:

$$(\text{TFR} \times 1.0) / 20\text{-day VWAP up to and including 27 August 2020, being } \$4.76$$

Terms of Performance Rights

All Performance Rights granted will be on terms consistent with the rules of the EIP. A summary of the key terms of the EIP is contained in Attachment C. A full copy of the EIP is available to Shareholders from the Company's share registry on request.

No consideration is payable by Mr. Bradford at the time of grant of the Performance Rights or upon the allocation of ordinary shares to which Mr. Bradford may become entitled upon Performance Rights vesting. Each Performance Right will entitle the holder to one fully paid ordinary share in the Company at no cost, subject to satisfaction of the performance hurdles described below.

Performance Hurdles

The Performance Rights will vest and convert into ordinary shares if, over the three-year measurement period (being 1 July 2020 to 30 June 2023), the performance hurdles are achieved. Performance Rights that have not vested where the performance hurdle has not been satisfied or waived by the expiry date, will automatically lapse.

The performance hurdles that the Board has determined will apply to the Performance Rights are summarised in the table below and described in further detail below:

Performance Hurdle	Weighting
The Company's relative total shareholder return (TSR) measured against a determined comparator group (Relative TSR Performance Rights)	25%
The Company's absolute TSR measured against specific thresholds (Absolute TSR Performance Rights)	25%
Reserve growth per share	25%
EBITDA average margin	25%

Relative TSR Performance Rights

The Relative TSR Performance Rights will be determined based on a percentile ranking of the Company's TSR results relative to the TSR of each of the companies in the comparator group over the same three-year measurement period.

TSR measures the return received by Shareholders from holding ordinary shares over the relevant performance period (**Performance Period**), calculated as follows:

$$TSR = ((B - A) + C) / A$$

Where:

- A = the Market Value of the share at the start of the Performance Period
- B = the Market Value of the share at the end of the Performance Period
- C = the aggregate dividend amount per share paid during the Performance Period

Market Value is calculated as the 20-day VWAP of the share ending on the day prior to the start or end of the Performance Period.

The comparator group will be a peer group comprised of members of the S&P ASX 300 Metals and Mining Index as well as several mining companies listed on the Toronto Stock Exchange (**TSX**) and the New York Stock Exchange (**NYSE**). The current list of the comparator group is set out in Attachment A. The Board has discretion to adjust the peer group from time to time in its absolute discretion.

The vesting schedule for 25% of the Performance Rights subject to relative TSR testing is as follows:

Relative TSR performance	TSR Scorecard (Level of vesting)
Less than 50th percentile	0%
Between 50th and 75th percentile	50% plus pro-rata straight line percentage between 50% and 100%
75th percentile or better	100%

Absolute TSR Performance Rights

The Absolute TSR Performance Rights will be determined based on an increase in absolute TSR over the three-year measurement period.

The vesting schedule for 25% of the Performance Rights subject to absolute TSR testing is as follows:

Absolute TSR performance	TSR Scorecard (Level of vesting)
10% per annum return	33%
Above 10% per annum and below 20% per annum return	Straight line pro-rata between 33% and 100%
Above 20% per annum return	100%

Reserve growth per share

The reserve growth per share performance condition will be determined as managed ore reserve growth in excess of depletion over the three-year measurement period. References to 'Baseline Ore Reserves' means IGO's managed nickel equivalent ore reserve at the start of the performance period as determined by the Board.

The vesting schedule for 25% of the Performance Rights subject to reserve growth per share testing is as follows:

Growth in Managed Ore Reserves per share performance	Level of vesting
<90% of Baseline Ore Reserves	0%
90% of Baseline Ore Reserves	33%
Above 90% of Baseline Ore Reserves and below 100%	Straight-line pro-rata between 33% and 66%
100% Baseline Ore Reserves	66%
Above 100% of Baseline Ore Reserves and below 120%	Straight-line pro-rata between 66% and 100%
120% and above Baseline Ore Reserves	100%

EBITDA average margin

The EBITDA average margin will be measured over the three-year measurement period.

The vesting schedule for 25% of the Performance Rights subject to EBITDA average margin testing is as follows:

Group EBITDA Margin	Level of vesting
<20%	0%
≥ 20%	33%
≥ 30%	66%
≥ 40%	100%

In determining the Company's performance against the reserve growth and EBITDA average margin targets, the Board has discretion in relation to its calculations and may include or exclude items, or adjust outcomes, in a manner that is consistent with the intent and purpose of the relevant target.

Other Conditions

The Board has the discretion to reduce the number of Performance Rights vesting, even to zero, in the event that relative TSR performance is met but absolute TSR is negative over the performance period.

Unvested Performance Rights may, in certain circumstances, vest early in accordance with the terms of the EIP, and any leaver's policy that may apply from time to time, as approved by the Board.

The Board's previous practice has been to only exercise its discretion:

- where the employee leaves employment without fault on their part; and
- so as only to preserve that number of unvested employee share scheme interests, which then get tested in the same way as if the employee had remained and only vest to the extent that the performance hurdles are met.

However, this previous practice does not limit the Board's discretion, including its discretion to vest unvested employee share scheme interests early in appropriate cases.

Any dealing in shares is subject to the constraints of Australian insider trading laws and the Company's Dealing in Securities Standard. Mr. Bradford is specifically prohibited from hedging Performance Rights during the vesting period.

The EIP contains malus and clawback provisions that give the Board discretion to reduce or reclaim unvested and vested entitlements in certain circumstances, including where Mr. Bradford has acted fraudulently or dishonestly, or is in breach of his obligations to the Group.

ASX Listing Rule 10.15 additional information requirements

ASX Listing Rule 10.15 requires the following additional information regarding the EIP to be included in this Explanatory Memorandum:

- Subject to Shareholder approval being obtained, the maximum number of Performance Rights (and hence ordinary shares) that the Company may issue to Mr. Bradford will be 182,773. The number of Performance Rights has been determined by dividing the face value of Mr. Bradford's TFR (\$870,000) by the 20-day VWAP IGO shares up to and including 25 August 2020.
- If Shareholder approval is not obtained for Resolution 5, then, subject to the achievement of the relevant performance and service conditions, it is intended that the Performance Rights will be provided to Mr. Bradford in cash at the end of the relevant performance period, equivalent in value to the Performance Rights he would have received had shareholder approval been received.
- Mr. Bradford's current total remuneration package is set out below:

Total Remuneration FY21		
TFR \$	STI % ¹	LTI % ²
870,000	50	150

1. Maximum achievable paid as cash

2. Maximum achievable (50% Service Rights, 100% Performance Rights)

Shareholders are referred to the Remuneration Report for full details of Mr. Bradford's remuneration.

- No consideration is payable by Mr. Bradford at the time of grant of the Performance Rights or upon the allocation of the ordinary shares to which Mr. Bradford may become entitled upon vesting of the Performance Rights.
- Mr. Bradford has previously been awarded 782,759 Performance Rights under the EIP at no cost as part of his remuneration in previous years.

Year	# Performance Rights
2016	135,000
2017	266,667
2018	218,475
2019	162,617

- The Company uses Performance Rights under the EIP because it aligns remuneration with long-term value creation for shareholders as well as encouraging retention whilst not providing employees with the full benefits of share ownership (such as dividend and voting rights) unless and until the rights vest and are exercised.
- The other directors of the Company (being Mses. Bakker and Bozanic and Messrs. Bilbe, Buck, Spence and Warburton) are entitled to participate in the EIP, though the Company has not sought Shareholder approval for such an issue and they have not received any securities under the EIP to date. It is the current intention of the Board that Non-executive Directors will not participate in the EIP.
- The voting exclusion statement in relation to Resolution 5 is included in the 'Entitlement to Vote' section of the Notice of Meeting.
- No loans will be made by the Company in connection with the acquisition of Performance Rights or ordinary shares upon the vesting of Performance Rights by Mr. Bradford.
- The Company will issue the Performance Rights to Mr. Bradford as soon as practicable following the Meeting and no later than 12 months after the Meeting.
- Details of any Performance Rights issued under the EIP will be published in the Company's Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of Performance Rights under the EIP after this resolution is approved and who are not named in this Notice of Meeting will not participate until approval is obtained under that rule.

Corporate Governance

Mr. Bradford is an executive director of the Company. Commentary to Recommendation 8.2 of the ASX Corporate Governance Council's Principles and Recommendations encourages ASX listed companies to establish remuneration packages that involve a balance between short-term and long-term performance objectives. In the Board's view, the issue of Performance Rights to Mr. Bradford is an appropriate means of providing these long-term performance objectives. The Board also considers that the retention of high quality and well-credentialed executive directors, like Mr. Bradford, is essential to the ongoing development and success of the Company and its projects.

Dilution

The Performance Rights to be issued to Mr. Bradford will have a diluting effect on the percentage interest of existing Shareholders' holdings. The diluting effect of these Performance Rights is less than 0.031% of the Company's current share capital.

The Board has formed the view that remuneration in the form of the Performance Rights to be granted to Mr. Bradford is reasonable given the Company's circumstances, and Mr. Bradford's circumstances (including his responsibilities). The Board is of the opinion that the terms of issue of the Performance Rights to Mr. Bradford are reasonable.

Voting Exclusions

For the voting exclusions applicable to this Resolution 5, please refer to the 'Voting Exclusion Statements' section of the Notice of Meeting.

Recommendation

The Board (with Mr. Bradford abstaining) recommends that Shareholders vote in favour of Resolution 5.

The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 5.

ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders should read this Explanatory Memorandum carefully and in full before deciding how to vote on the Resolutions. A Proxy Form is attached to the Notice of Meeting. This is to be used by Shareholders if they wish to appoint a proxy to vote in their place. All Shareholders are invited and encouraged to attend the Meeting either in person or online via the Lumi software platform. Shareholders who are unable to attend in person or online are encouraged to sign and return the Proxy Form to the Company in accordance with the instructions provided. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting either in person or online via the Lumi software platform (but if the Shareholder votes on a Resolution either at the physical Meeting or online via the Lumi software platform, any proxy appointed by the Shareholder is not entitled to vote, and must not vote, as the Shareholder's proxy on that Resolution).

ATTACHMENT A – COMPARATOR TSR PEER GROUP

The Company's TSR performance will be assessed against a peer group comprised of members of the S&P ASX 300 Metals and Mining Index and a number of mining companies from the TSX and NYSE. As at 1 July 2020 these were:

ASX	TSX and NYSE
Regis Resources Ltd	First Quantum Minerals Ltd
Orocobre Ltd	Lundin Mining Corp
Western Areas Ltd	Kaz Minerals Plc
Sandfire Resources NL	Ero Copper Corp
Galaxy Resources Ltd	Hudbay Minerals Inc
Mineral Resources Ltd	Eramet
Lynas Corp Ltd	
Resolute Mining Ltd	
Pilbara Minerals Ltd	
Saracen Mineral Holdings Ltd	
St Barbara Ltd	
Oz Minerals Ltd	
Evolution Mining Ltd	
Northern Star Resources Ltd	

Adjustments to the Peer Group

Listed below are a number of events, as well as the implications of these events, that may occur which could affect the structure of the Company's TSR peer group:

- If a company in the peer group is taken over, that company may be removed from the peer group.
- If the acquiring company is in the peer group, that company will remain in the peer group.
- If a company in the peer group demerges, the demerged companies may be removed from the peer group.
- In the case of a capital reconstruction or capital return, an adjustment to the TSR calculation will be made, if appropriate, depending on the nature of the event.
- If a company in the peer group changes its name, it will remain in the peer group.
- Where a company's shares are suspended at the testing date, the Board shall have the discretion as to how this event shall be treated.
- Where a company is delisted from the relevant stock exchange the Board shall have the discretion as to how this event shall be treated.

ATTACHMENT B – DEFINITIONS

In the Notice of Meeting and this Explanatory Memorandum (including Attachments A, B and C), the following terms have the meaning set out below:

Term	Meaning
\$	Australian dollars
2020 Annual Report	the annual report of the Company for the year ended 30 June 2020
2020 Financial Report	the annual financial report, including the financial statements of the Company for the year ended 30 June 2020
ASIC	Australian Securities & Investments Commission
ASX	ASX Limited (ACN 008 624 691) or the Australian Securities Exchange operated by it, as the context requires
Auditor	the Company's auditor, being BDO Audit (WA) Pty Ltd
Board	the board of directors of the Company
Closely Related Party	has the meaning as defined in section 9 of the Corporations Act and includes in respect of a member of the Key Management Personnel: • a spouse or child of the member or a child of the member's spouse; • a dependant of the member or of the member's spouse; • anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company; or • a company the member controls.
Company or IGO	IGO Limited (ABN 46 092 786 304)
Constitution	the constitution of the Company
Corporations Act	the Corporations Act 2001 (Cth)
Director	a director of the Company
EIP	the Company's Employee Incentive Plan
Explanatory Memorandum	this Explanatory Memorandum accompanying the Notice of Meeting
Group	the Company and its subsidiaries
Key Management Personnel or KMP	the key management personnel of the Company as defined in AASB Standard 124 (and includes each of the Directors)

Listing Rules or ASX Listing Rules	the Listing Rules of the ASX
Meeting	the annual general meeting of the Company convened by the Notice of Meeting
Non-executive Director	a Director of the Company who is not a member of the executive management team
Notice of Meeting or Notice	the notice convening the Meeting that accompanies this Explanatory Memorandum
Proxy Form	the proxy form included with the Notice of Meeting
Remuneration Report	the Remuneration Report for the year ended 30 June 2020
Shares or Ordinary Shares	fully paid ordinary shares in the Company
Shareholder	a holder of Shares
TSR	Total Shareholder Return
VWAP	Volume Weighted Average Price
WST	Western Standard Time, being the time in Perth, Western Australia

ATTACHMENT C – SUMMARY OF EIP KEY TERMS AND KEY POLICY SETTINGS

Eligibility

The Board has the discretion to determine who is eligible to participate in any offer under the EIP.

Vesting conditions

The vesting of any securities issued under the EIP, excluding Exempt Share Awards (as defined in the rules of the EIP), may be conditional on the satisfaction of performance and/or service conditions as determined by the Board and advised to the employee in the individual's offer documents.

Exercise of securities

A participant will be entitled to exercise vested securities issued under the EIP in accordance with the terms contained in the invitation to the individual. The terms of the invitation may provide that EIP securities will be automatically exercised on vesting.

Price

Securities issued under the EIP may be issued at no cost to the participants. Options may be subject to payment of an exercise price by the participant which is determined by the Board and advised to the participant in the individual's offer documents.

Lapse/forfeiture

Securities issued under the EIP will lapse or be forfeited in accordance with the terms of any individual EIP award. This may include, for example, lapse or forfeiture due to failure to meet conditions, the occurrence of events such as cessation of employment or a change of control, or the expiry of EIP securities.

Board may elect to settle in cash

If the Board determines that it is not appropriate for tax, legal, regulatory or compliance reasons to issue or transfer Shares upon satisfaction of its obligations under the EIP, the Company may make a cash payment to the participant in accordance with the terms of the EIP for equivalent value.

Waiving the restricted period

The Board may waive or shorten the restriction period applicable to securities issued under the EIP, as contained in the offer to the participant.

Change of control

On the occurrence of a change of control, the Board will determine, in its sole and absolute discretion, the manner in which vested and unvested securities issued under the EIP shall be dealt with which may include pro-rata vesting.

Cessation of employment

The Board, in its discretion, may determine that some or all unvested securities lapse, are forfeited, vest (immediately or subject to conditions), are only exercisable for a prescribed period and will otherwise lapse, and/or are no longer subject to some of the restrictions that previously applied, as a result of a participant ceasing to be an employee of the Group.

Malus and clawback

The EIP contains discretions that allow the Board to reduce or clawback unvested and vested entitlements in certain circumstances, including in the case of fraud, dishonesty, gross misconduct, bringing the Group into disrepute, breach of obligations to the Group, material financial misstatements, where warranted due to risk behaviour, or other circumstances under law or Group policy. The EIP also allows the Board to reduce unvested awards where vesting is not justified or supportable for performance or other specified reasons.

No dealing or hedging

Dealing restrictions apply to securities issued under the EIP in accordance with the rules of the EIP and the Company's Dealing in Securities Standard. Participants are prohibited from hedging or otherwise protecting the value of unvested securities issued under the EIP.

Rights attaching to Shares

Shares issued under the plan will rank equally for voting, dividends and other entitlements, be subject to any restrictions imposed under the rules and otherwise rank equally with the existing Shares on issue at the time of allotment.

Company may issue or acquire shares

The Company may, in its discretion, either issue new shares or acquire shares already on issue, or a combination of both, to satisfy the Company's obligations under the EIP.

Adjustments

Prior to the allocation of shares to a participant upon vesting or exercise of securities issued under the EIP, the Board may make any adjustment it considers appropriate to the terms of securities in order to minimise or eliminate any material advantage or disadvantage to a participant resulting from a corporate action such as a capital raising or capital reconstruction.

Limits on securities issued

Securities will not be granted under the EIP if it is an issue of securities that combined with all other employee share scheme interests outstanding would exceed 15% of the Company's then outstanding issued capital.

Continued operation of the plan

The plan may be suspended, terminated or amended at any time by the Board, subject to any resolution of the Company required by the ASX Listing Rules.



ATTACHMENT D – LUMI ONLINE MEETING GUIDE

Online meeting guide

Getting started

If you choose to participate online you will be able to view a live webcast of the meeting, ask the Directors questions online and submit your votes in real time. To participate online visit <https://web.lumiagm.com> on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Internet Explorer 11, Edge or Firefox. Please ensure your browser is compatible.

To log in, you must have the following information:

Meeting ID

Meeting ID as provided in the Notice of Meeting.

Australian residents

- > **Username** (SRN or HIN) and
- > **Password** (postcode of your registered address).

Overseas Residents

- > **Username** (SRN or HIN) and
- > **Password** (three-character country code) e.g. New Zealand - NZL; United Kingdom - GBR; United States of America - USA; Canada - CAN.

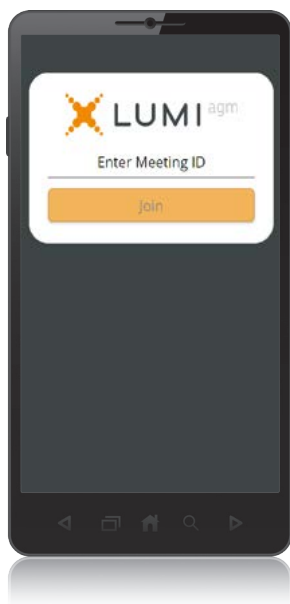
A full list of country codes is provided at the end of this guide.

Appointed Proxies

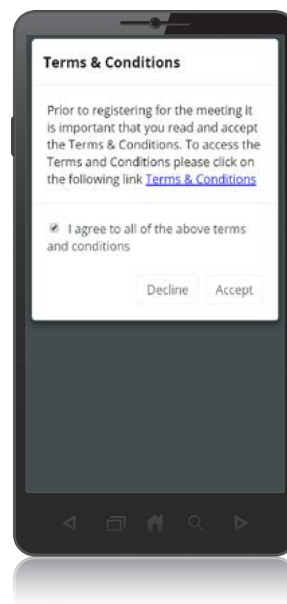
To receive your unique username and password, please contact Computershare Investor Services on +61 3 9415 4024 during the online registration period which will open 1 hour before the start of the meeting.

Participating at the meeting

- 1 To participate in the meeting you will be required to enter the unique 9-digit Meeting ID as provided in the Notice of Meeting.



- 2 To proceed into the meeting, you will need to read and accept the Terms & Conditions



Icon descriptions



Voting icon, used to vote. Only visible when the Chair opens the poll.



Home page icon, displays meeting information.



Questions icon, used to ask questions.



The broadcast bar allows you to view and listen to the proceedings.

- 3 To register as a securityholder**, select 'Securityholder or Proxy' and enter your SRN or HIN and Postcode or Country Code.



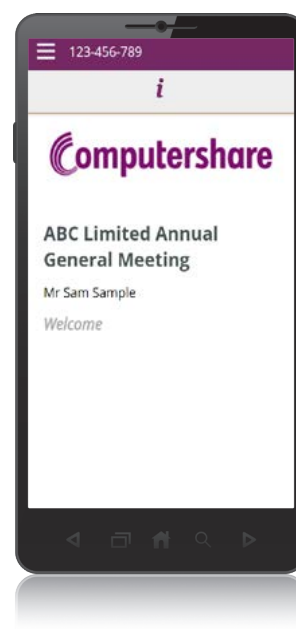
- 4 To register as a proxyholder**, select 'Securityholder or Proxy' and you will need your username and password as provided by Computershare. In the 'SRN or HIN' field enter your username and in the 'Postcode or Country Code' field enter your password.



- 5 To register as a guest**, select 'Guest' and enter your name and email address.



- 6** Once logged in, you will see the home page, which displays the meeting title and name of the registered securityholder or nominated proxy.



Icon descriptions



Voting icon, used to vote. Only visible when the Chair opens the poll.



Home page icon, displays meeting information.

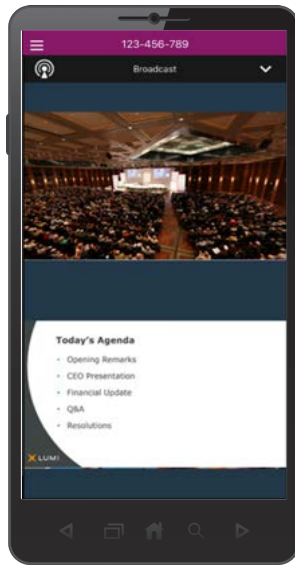


Questions icon, used to ask questions.

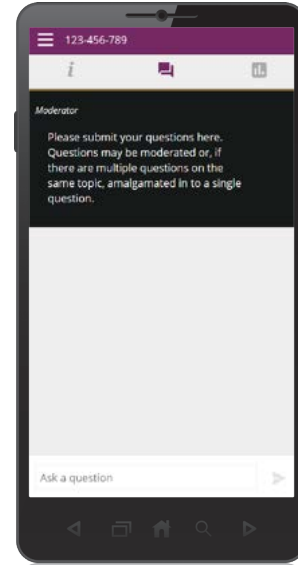


The broadcast bar allows you to view and listen to the proceedings.

- 7 To view the webcast you must tap the broadcast arrow on your screen and press the play button. Toggle between the up and down arrow to switch between screens.

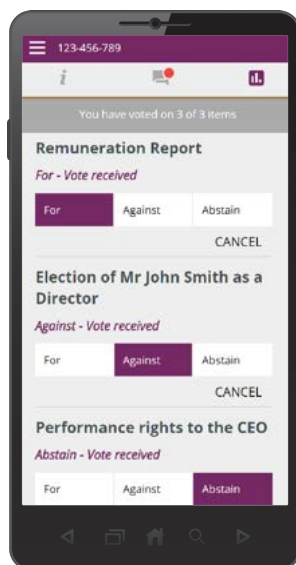


- 8 To ask a question tap on the question icon , type your question in the chat box at the bottom of the screen and select the send icon. Confirmation that your message has been received will appear.



- 9 When the Chair declares the poll open:
- > A voting icon  will appear on screen and the meeting resolutions will be displayed
 - > To vote, tap one of the voting options. Your response will be highlighted
 - > To change your vote, simply press a different option to override

The number of items you have voted on or are yet to vote on, is displayed at the top of the screen. Votes may be changed up to the time the Chair closes the poll.



Icon descriptions

 Voting icon, used to vote. Only visible when the Chair opens the poll.

 Home page icon, displays meeting information.

 Questions icon, used to ask questions.

 The broadcast bar allows you to view and listen to the proceedings.

For Assistance

If you require assistance before or during the meeting please call +61 3 9415 4024

COUNTRY CODES

Select your country code from the list below and enter it into the 'Postcode or Country Code' field.

ABW ARUBA	DEU GERMANY	KHM CAMBODIA	PRK KOREA DEM PEOPLES	TJK TAJIKISTAN
AFG AFGHANISTAN	DJI DJIBOUTI	KIR KIRIBATI	REPUBLIC OF	TKL TOKELAU
AGO ANGOLA	DMA DOMINICA	KNA ST KITTS AND NEVIS	PRT PORTUGAL	TKM TURKMENISTAN
AIA ANGUILLA	DNK DENMARK	KOR KOREA REPUBLIC OF	PRY PARAGUAY	TLS EAST TIMOR
ALA ALAND ISLANDS	DOM DOMINICAN REPUBLIC	KWT KUWAIT	PSE PALESTINIAN TERRITORY	DEMOCRATIC REP OF
ALB ALBANIA	DZA ALGERIA	LAO LAO PDR	OCCUPIED	TMP EAST TIMOR
AND ANDORRA	ECU ECUADOR	LBN LEBANON	PYF FRENCH POLYNESIA	TON TONGA
ANT NETHERLANDS ANTILLES	EGY EGYPT	LBR LIBERIA	QAT QATARPL NEPAL	TTO TRINIDAD & TOBAGO
ARE UNITED ARAB EMIRATES	ERI ERITREA	LBY LIBYAN ARAB	NRU NAURU	TKM TURKMENISTAN
ARG ARGENTINA	ESH WESTERN SAHARA	JAMAHIRIYA	NZL NEW ZEALAND	TLS EAST TIMOR
ARM ARMENIA	ESP SPAIN	LCA ST LUCIA	OMN OMAN	DEMOCRATIC REP OF
ASM AMERICAN SAMOA	EST ESTONIA	LIE LIECHTENSTEIN	PAK PAKISTAN	TMP EAST TIMOR
ATA ANTARCTICA	ETH ETHIOPIA	LKA SRI LANKA	PAN PANAMA	TON TONGA
ATF FRENCH SOUTHERN	FIN FINLAND	LSO LESOTHO	PCN PITCAIRN ISLANDS	TTO TRINIDAD & TOBAGO
TERRITORIES	FJI FIJI	LTU LITHUANIA	PER PERU	TZA TANZANIA UNITED
ATG ANTIGUA AND BARBUDA	FLK FALKLAND ISLANDS	LUX LUXEMBOURG	PHL PHILIPPINES	REPUBLIC OF
AUS AUSTRALIA	(MALVINAS)	LVA LATVIA	PLW PALAU	UGA UGANDA
AUT AUSTRIA	FRA FRANCE	MAC MACAO	PNG PAPUA NEW GUINEA	UKR UKRAINE
AZE AZERBAIJAN	FRO FAROE ISLANDS	MAF ST MARTIN	POL POLAND	UMI UNITED STATES MINOR
BDI BURUNDI	FSM MICRONESIA	MAR MOROCCO	PRI PUERTO RICO	OUTLYING
BEL BELGIUM	GAB GABON	MCO MONACO	PRK KOREA DEM PEOPLES	URY URUGUAY
BEN BENIN	GBR UNITED KINGDOM	MDA MOLDOVA REPUBLIC OF	REPUBLIC OF	USA UNITED STATES OF
BFA BURKINA FASO	GEO GEORGIA	MDG MADAGASCAR	PRT PORTUGAL	AMERICA
BGD BANGLADESH	GGY GUERNSEY	MDV MALDIVES	PRY PARAGUAY	UZB UZBEKISTAN
BGR BULGARIA	GHA GHANA	MEX MEXICO	PSE PALESTINIAN TERRITORY	VAT HOLY SEE (VATICAN CITY
BHR BAHRAIN	GIB GIBRALTAR	MHL MARSHALL ISLANDS	OCCUPIED	STATE)
BHS BAHAMAS	GIN GUINEA	MKD MACEDONIA FORMER	PYF FRENCH POLYNESIA	VCT ST VINCENT & THE
BIH BOSNIA & HERZEGOVINA	GLP GUADELOUPE	YUGOSLAV REP	QAT QATAR	GRENADINES
BLM ST BARTHELEMY	GMB GAMBIA	MLI MALI	REU REUNION	VEN VENEZUELA
BLR BELARUS	GNB GUINEA-BISSAU	MLT MALTA	ROU ROMANIA	VGB BRITISH VIRGIN ISLANDS
BLZ BELIZE	GNQ EQUATORIAL GUINEA	MMR MYANMAR	RUS RUSSIAN FEDERATION	VIR US VIRGIN ISLANDS
BMU BERMUDA	GRC GREECE	MNE MONTENEGRO	RWA RWANDA	VNM VIETNAM
BOL BOLIVIA	GRD GRENADA	MNG MONGOLIA	SAU SAUDI ARABIA KINGDOM	VUT VANUATU
BRA BRAZIL	GRL GREENLAND	MNP NORTHERN MARIANA	OF	WLF WALLIS AND FUTUNA
BRB BARBADOS	GTM GUATEMALA	ISLANDS	SCG SERBIA AND	WSM SAMOA
BRN BRUNEI DARUSSALAM	GUF FRENCH GUIANA	MOZ MOZAMBIQUE	MONTENEGRO	YEM YEMEN
BTN BHUTAN	GUM GUAM	MRT MAURITANIA	SDN SUDAN	YMD YEMEN
BUR BURMA	GUY GUYANA	MSR MONTSERRAT	SEN SENEGAL	DEMOCRATIC
BVT BOUVET ISLAND	HKG HONG KONG	MTQ MARTINIQUE	SGP SINGAPORE	YUG YUGOSLAVIA SOCIALIST
BWA BOTSWANA	HMD HEARD AND MCDONALD	MUS MAURITIUS	SGS STH GEORGIA & STH	FED REP
BLR BELARUS	ISLANDS	MWI MALAWI	SANDWICH ISL	ZAF SOUTH AFRICA
CAF CENTRAL AFRICAN	HND HONDURAS	MYS MALAYSIA	SHN ST HELENA	ZAR ZAIRE
REPUBLIC	HRV CROATIA	MYT MAYOTTE	SJM SVALBARD & JAN MAYEN	ZMB ZAMBIA
CAN CANADA	HTI HAITI	NAM NAMIBIA	SLB SOLOMON ISLANDS	ZWE ZIMBABWE
CCK COCOS (KEELING)	HUN HUNGARY	NCL NEW CALEDONIA	SLE SIERRA LEONE	
ISLANDS	IDN INDONESIA	NER NIGER	SLV EL SALVADOR	
CHE SWITZERLAND	IMN ISLE OF MAN	NFK NORFOLK ISLAND	SMR SAN MARINO	
CHL CHILE	IND INDIA	NGA NIGERIA	SOM SOMALIA	
CHN CHINA	IOT BRITISH INDIAN OCEAN	NIC NICARAGUA	SPM ST PIERRE AND	
CIV COTE D'IVOIRE	TERRITORY	NIU NIUE	MIQUELON	
CMR CAMEROON	IRL IRELAND	NLD NETHERLANDS	SRB SERBIA	
COD CONGO DEMOCRATIC	IRN IRAN ISLAMIC	NOR NORWAY	STP SAO TOME AND	
REPUBLIC OF	REPUBLIC OF	PL NEPAL	PRINCIPE	
COG CONGO PEOPLES	IRQ IRAQ	NRU NAURU	SUR SURINAME	
REPUBLIC OF	ISL ICELAND	NZL NEW ZEALAND	SVK SLOVAKIA	
COK COOK ISLANDS COL	ISM BRITISH ISLES	OMN OMAN	SVN SLOVENIA	
COLOMBIA	ISR ISRAEL	PAK PAKISTAN	SWE SWEDEN	
COM COMOROS	ITA ITALY	PAN PANAMA	SWZ SWAZILAND	
CPV CAPE VERDE	JAM JAMAICA	PCN PITCAIRN ISLANDS	SYC SEYCHELLES	
CRI COSTA RICA	JEY JERSEY	PER PERU	SYR SYRIAN ARAB REPUBLIC	
CUB CUBA	JOR JORDAN	PHL PHILIPPINES	TCA TURKS AND CAICOS	
CXR CHRISTMAS ISLAND	JPN JAPAN	PLW PALAU	ISLANDS	
CYM CAYMAN ISLANDS	KAZ KAZAKHSTAN	PNG PAPUA NEW GUINEA	TCO CHAD	
CYP CYPRUS	KEN KENYA	POL POLAND	TGO TOGO	
CZE CZECH REPUBLIC	KGZ KYRGYZSTAN	PRI PUERTO RICO	THA THAILAND	



IGO Limited
ABN 46 092 786 304

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **12:00pm (WST)** Monday, 16 November 2020.

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 184259
SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of IGO Limited hereby appoint

☐ the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of IGO Limited to be held in the Karingal Ballroom, The Melbourne Hotel, 33 Milligan Street, Perth, Western Australia on Wednesday, 18 November 2020 at 12:00pm (WST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 3 to 5 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 3 to 5 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 3 to 5 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
1 Re-election of Ms. Debra Bakker	☐	☐	☐
2 Re-election of Mr. Neil Warburton	☐	☐	☐
3 Remuneration Report	☐	☐	☐
4 Issue of Service Rights to Mr. Peter Bradford	☐	☐	☐
5 Issue of Performance Rights to Mr. Peter Bradford	☐	☐	☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

